

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Golestani Clark</u>  (Last) (First) (Middle) C/O ZAPATA QUANTUM, INC. 6 LIBERTY SQUARE, #2488  (Street) BOSTON MA 02109  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/01/2026	3. Issuer Name and Ticker or Trading Symbol <u>Zapata Quantum, Inc. [ ZPTA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 04/01/2024  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	32,626,288	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Options (Right to Buy)	(2)	02/04/2031	Comon Stock	34,279	2.02	D	
Stock Options (Right to Buy)	(3)	07/31/2033	Common Stock	68,558	3.8	D	
Restricted Stock Units	(4)	(4)	Common Stock	75,000	(4)	D	
Convertible Promissory Note <sup>(5)</sup>	06/12/2025	06/12/2026	Common Stock	2,500,000	0.04	D	
Warrants <sup>(5)</sup>	06/12/2025	06/12/2030	Common Stock	1,250,000	0.04	D	
Stock Options (Right to Buy)	(6)	10/09/2030	Common Stock	1,000,000	0.08	D	

**Explanation of Responses:**

- 32,500,000 of the shares of restricted stock vest in equal monthly installments over a two-year period.
- 100% of the shares subject to the option are fully vested and exercisable.
- The stock options are fully vested and exercisable.
- Restricted stock units convert into shares of common stock on a one-for-one basis. The restricted stock units will vest in three equal installments, with 25,000 shares of common stock vesting on October 10, 2024, 25,000 shares of common stock vesting on January 10, 2025, and 25,000 shares vesting on the date of the 2025 annual meeting of the Issuer's stockholders.
- The Reporting Person purchased a convertible promissory note in the principal amount of \$100,000 and an accompanying five-year warrant to purchase 1,250,000 shares of common stock, for a total purchase price of \$100,000. The conversion price of the note and exercise price of the warrant are each \$0.04 per share.
- The grant of stock options was exempt from Section 16(b) of the Securities Exchange Act of 1934 by virtue of Rule 16b-3 promulgated thereunder, as it was approved by the Issuer's Board of Directors. The stock options shall vest in equal monthly increments over two years, with the first vesting date to occur on November 9, 2025, subject to continued service as a director of the Issuer on each applicable vesting date and the execution of the Issuer's Stock Option Agreement.

**Remarks:**

The original Form 3 was filed at a time when the Issuer was subject to Section 12(b) of the Securities Exchange Act of 1934. That registration was subsequently withdrawn. The Issuer became subject to the reporting requirements under Section 12(g) of the Securities Exchange Act of 1934 on May 1, 2026. The Form 3 is now being amended to comply with the reporting requirements under Section 12(g).

/s/ Clark Golestani

05/07/2026

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.